



BURLINGTON NORTHERN RAILROAD

LAW DEPARTMENT

3800 Continental Plaza
777 Main Street
Ft. Worth, Texas 76102

(817) 878-2385
Docket No. BN 5126

FEDERAL EXPRESS

January 23, 1991

7527-E
RECORDATION NO. FILED 1425

JAN 24 1991 - 3 20 PM

INTERSTATE COMMERCE COMMISSION

Ms. Mildred Lee, Recordations
Interstate Commerce Commission
Room 2303
12th and Constitution Ave., N.W.
Washington, D.C. 20423

Re: Document for Recordation: Bill of Sale and Release
of Security Interest to Burlington Northern Inc.
(now Burlington Northern Railroad Company)
Equipment Trust of 1975, Series 1

Dear Ms. Lee:

I am enclosing four counterparts of the document described below to be recorded pursuant to Section 11303, Title 49 of the United States Code.

The document to be recorded, a secondary document, is a Bill of Sale and Release of Security Interest, dated August 31, 1990, by which all right, title and interest in and to the existing equipment covered by the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1975, Series 1, dated as of February 1, 1975, is conveyed to Burlington Northern Railroad Company.

The primary document to which the Bill of Sale and Release of Security Interest is connected, was recorded with the Interstate Commerce Commission on February 7, 1975, and assigned Recordation No. 7827.

The names and addresses of the parties to the transaction are:

Trustee: Citibank, N.A.
120 Wall Street
New York, New York 10043

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Owner: Burlington Northern Railroad Company
3800 Continental Plaza
777 Main Street
Fort Worth, Texas 76102

A general description of the equipment covered by the enclosed Bill of Sale and Release of Security Interest is shown on Exhibit A of said document.

A fee of \$15.00 is enclosed for recording the Bill of Sale and Release of Security Interest. Please return the original and any extra copies not needed by the Commission for recordation to the undersigned.

A short summary of the document to appear in the index follows:

Bill of Sale and Release of Security Interest, dated August 31, 1990, to the Burlington Northern Inc. (now Burlington Northern Railroad Company) Equipment Trust of 1975, Series 1 (ICC Recordation No. 7827, February 7, 1975), conveying the equipment described on Exhibit A of said document.

Very truly yours,



Rebecca R. Martin
Legal Assistant

rrm/FINA0222.DOC

Enclosures

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INTERSTATE COMMERCE COMMISSION

Executed in 7 Counterparts
of which this is No. 5

BILL OF SALE AND RELEASE OF SECURITY INTEREST

WHEREAS, by a certain Equipment Trust Agreement, dated as of February 1, 1975, executed by Citibank, N.A., formerly Morgan Guaranty Trust Company of New York, as Trustee (the "Trustee") and Burlington Northern Inc. (now Burlington Northern Railroad Company), (the "Railroad") there was established "Burlington Northern Inc. Equipment Trust of 1975, Series 1" (the "Agreement");

WHEREAS, by the terms of Article IV of said Agreement, the Trustee did lease to the Railroad the railroad equipment described in Exhibit A hereto (the "Equipment");

WHEREAS, the Agreement was filed on February 7, 1975, as Recordation No. 7827, with the Interstate Commerce Commission pursuant to Section 11303 of the Interstate Commerce Act. The Agreement has been supplemented from time to time, with the last supplement being dated July 26, 1982, which was filed with the Interstate Commerce Commission on August 17, 1982, and assigned Recordation No. 7827-D; and

WHEREAS, the Railroad has paid the full indebtedness in respect of the purchase price of the Equipment, together with interest and all other payments as provided in the Agreement and the Railroad has performed all obligations therein contained.

NOW THEREFORE, the Trustee, in accordance with the provisions of the Agreement, does hereby (a) acknowledge

that the Agreement has been satisfied in full; (b) sell, assign, convey, and transfer to the Railroad all its right, title, and property interest in the Equipment described in Exhibit A; and (c) release any security interest it may have had in the Equipment described in Exhibit A, to the effect that such Equipment shall be transferred to Railroad free and clear of all liens, charges, liabilities, claims, security interests, and encumbrances, of any person whatsoever, created or retained by the Agreement.

This Bill of Sale and Release of Security Interest is simultaneously executed in several counterparts, each of which so executed is deemed to be an original, and such counterparts together constitute but one and the same instrument.

IN WITNESS WHEREOF, Citibank, N.A., the Trustee as aforesaid, has caused its corporate name to be hereunto subscribed and its corporate seal to be duly affixed and attested by its officers thereunto duly authorized this 31st day of August, 1990.

CITIBANK, N.A.

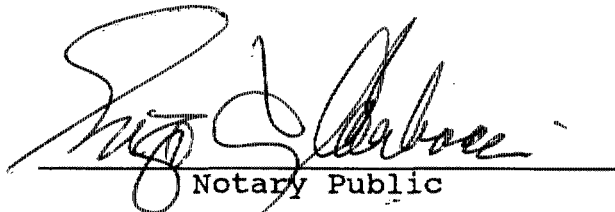
By: Carol ng

ATTEST:


SUSAN PAEK

STATE OF NEW YORK)
) ss
COUNTY OF NEW YORK)

On this 31st day of August, 1990, before me personally appeared CAROL NG, to me personally known, who, being by me duly sworn, says that ~~he~~/she is a Senior Trust Officer of Citibank, N.A., that the seal affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors, and he/she acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My commission expires:

ENZO L. CARBONCI
Notary Public, State of New York
No. 43-6205555
Qualified in Richmond County
Certificate Filed in New York County
Term Expires March 30, 1992

EQUIPMENT

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
30	XL Box Cars	322070-322099
97	Triple Hopper Cars	526900-526930, 526934-526999
25	Tank Cars	973100-973124 (Renumbered 875000- 875024)
290	Gondola Cars	560550-560576, 560578-560590, 560592-560601, 560603-560611, 560613-560617, 560619-560647, 560649-560714, 560716-560742, 560744-560768, 560770-560794, 560796-560849
271	Gondola Cars	575360-575376, 575378-575396, 575398-575403, 575405-575407, 575410-575412, 575414-575422, 575424-575427, 575429, 575430, 575432-575445, 575447-575449, 575451-575462, 575464-575470, 575472, 575474, 575476-575478, 575480, 575481, 575484-575486, 575488-575493, 575495-575497, 575499-575505, 575507-575513, 575515, 575516, 575518, 575520, 575521, 575523, 575524,

EQUIPMENT
(Continued)

<u>No. of Units</u>	<u>Description</u>	<u>BN Nos.</u>
		575526-575538, 575540-575548, 575550-575557, 575559-575571, 575573, 575575, 575576, 575579, 575580, 575582- 575584, 575586- 575591, 575593, 575594, 575596, 575599, 575601- 575604, 575606- 575610, 575612- 575616, 575620- 575625, 575627, 575629, 575630, 575632-575635, 575637-575640, 575642-575648, 575650, 575652- 575660, 575662- 575684
3	Cabooses	12316-12318
10	Double Hopper Cars	953924-953933